FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

7 100	000								
OMB APPROVAL									
OMB Number:	3235-0076								
Expires:	April 30, 2008								
Estimated average burden									
hours per response	1								

1408688

SEC USE ONLY								
Prefix	Serial							
. 1.								
DATE RECEIVED								

Name of Offering (check if this is an amendment and name has changed, and indicate changed	nge.)
Private Placement of Limited Partnership Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505	Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment	_
·· · · · · · · · · · · · · · · · · · ·	
A. BASIC IDENTIFICATION DA	TA
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	ge.)
Navman Wireless Holdings LP	-
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(,,,,,,, -	
c/o Prairie Capital, 191 N. Wacker Dr., Suite 800, Chicago, IL 60606	(312) 360-1133
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	165 YEA
Holding company (investment in securities of its subsidiaries).	RECEIVED
Troiding company (investment in securities of its substituties).	197
Time of Divines Organization	6007
Type of Business Organization	other (please specify):
☐ corporation ☐ limited partnership, already formed	Other (please specify):
business trust limited partnership, to be formed	<u> </u>
Month Year	VA 200 /S/-
Actual or Estimated Date of Incorporation or Organization: 0 7 0	7 Actual DEstimated PROCESS
·	MACINAL DESCRIPTION OF SECTION OF
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviat	
CN for Canada: FN for other foreign jurisdicti	ion) DE Alle 0 c. 200
GENERAL INSTRUCTIONS	
	D THOMSON
Federal:	- UNUMSORI

15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Executive Officer Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Prairie Capital IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Prairie Capital, 191 N. Wacker Dr., Suite 800, Chicago, IL 60606 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Prairie Capital IV QP, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Prairie Capital, 191 N. Wacker Dr., Suite 800, Chicago, IL 60606 General and/or Check Box(es) that Apply: ☐ Promoter ⊠ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Navman Wireless General Partner LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o Prairie Capital, 191 N. Wacker Dr., Suite 800, Chicago, IL 60606 Check Box(es) that Apply: Beneficial Owner ■ Executive Officer □ Director □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Tzau J. Chung Business or Residence Address (Number and Street, City, State, Zip Code) 195 S. Suffolk Lane, Lake Forest, IL 60045 Check Box(es) that Apply: ☐ Promoter ⊠ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Michael L. Henn Business or Residence Address (Number and Street, City, State, Zip Code) 2224 Greenwood Ave., Wilmette, IL 60091 Check Box(es) that Apply: ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or □ Promoter Managing Partner Full Name (Last name first, if individual) Tony Neill Business or Residence Address (Number and Street, City, State, Zip Code) Norton Farm, Main Road, Norton-in-Hales, Shropshire, TF9 4AT, United Kingdom Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Ian Daniel Business or Residence Address (Number and Street, City, State, Zip Code) 63 Albany Road, Herne Bay, Aukland, New Zealand

		A: BABIC IBBN III ICA	ΓΙΟΝ DATA (continued)									
2. Enter the information requ	uested for the followi	ng:										
 Each promoter of the is 	ssuer, if the issuer has	s been organized within the	past five years;									
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 												
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and												
 Each general and mana 	aging partner of partn	ership issuers.										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Chris Bradley												
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)										
1/38 Kitchener Rd.,	Milford, Aucklan	nd, New Zealand 1039	9									
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if	(individual			•	· · · · · · · · · · · · · · · · · · ·							
George Arnott												
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)										
14 Chisholm Trail, 7	Trabuco Cyn, CA	92679										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Renaat Ver Eecke												
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·							
1946 Thornwood Av	ve, Wilmette, IL	60091										
Check Box(es) that Apply:	Promoter		☐ Executive Officer	☐ Director	☐ General and/or Managing Partner							
Full Name (Last name first, if	findividual)											
Steve Blackburn												
Business or Residence Address (Number and Street, City, State, Zip Code)												
	ss (Number and Stree	t, City, State, Zip Code)		23 Bennets Lane, Higher Kinnerton, Chester, Flintshire, CH4 9AR, United Kingdom								
Business or Residence Address	•		H4 9AR, United Kingd	lom								
Business or Residence Address	•		H4 9AR, United Kingd ☐ Executive Officer	om 🛭 Director	General and/or Managing Partner							
Business or Residence Address 23 Bennets Lane, Hi	igher Kinnerton, Promoter	Chester, Flintshire, C										
Business or Residence Addres 23 Bennets Lane, Hi Check Box(es) that Apply:	igher Kinnerton, Promoter individual)	Chester, Flintshire, C										
Business or Residence Addres 23 Bennets Lane, Hi Check Box(es) that Apply: Full Name (Last name first, if	igher Kinnerton, Promoter findividual)	Chester, Flintshire, C										
Business or Residence Addres 23 Bennets Lane, Hi Check Box(es) that Apply: Full Name (Last name first, if Christopher Killacke Business or Residence Addres	igher Kinnerton, Promoter individual) ey ss (Number and Street	Chester, Flintshire, C	Executive Officer									
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· · · · ·				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?		. 🗆	\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
2. Wha	it is the mir	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?				. <u>\$N/A</u>	<u></u>
											Yes	No
3. Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	ie)					
Name o	f Associate	ed Broker o	or Dealer									
	n Which Po										🔲 Al	1 States
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker (or Dealer									
	n Which Po											
•				-						•••••		Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
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Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer								·	
	n Which Poeck "All St						sers				🗌 AI	II States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[เא]	[NM]	[YY]	[NC]	[ND]	[он]	[ок]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregate Offering Pri		Amount Aiready Sold
	Debt	\$0		\$0
	Equity (Common)	\$900,000	_	\$900,000
	Equity (Preferred)	\$15,000,000		\$15,000,000
	Convertible Securities (including warrants)	\$0		\$0
	Partnership Interests	\$0		\$ 0
	Other (Specify)	\$0		\$0
	Total	\$15,900,000		\$15,900,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	11	_	\$15,900,000
	Non-accredited Investors	0	_	\$0
	Total (for filings under Rule 504 only)			\$0
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505		_	\$
	Regulation A		_	\$
	Rule 504			\$
	Total			<u>s</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\boxtimes	\$0
	Printing and Engraving Costs		Ø	\$0
	Legal Fees		\boxtimes	\$0
	Accounting Fees		\boxtimes	\$0
	Engineering Fees		\boxtimes	\$0
	Sales Commission (specify finders' fees separately)		\boxtimes	\$0
	Other Expenses (identify)		\boxtimes	\$0
	Total		\boxtimes	\$0

	C. OFFERING PRICE	, number of investors, expenses and use	OF	PROCEEDS						
b.	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."									
5.	I									
				Payments to Officers, Directors & Affiliates		Payments To Others				
	Salaries and fees		\boxtimes	\$0	\boxtimes	\$0				
	Purchase of real estate	······	\boxtimes	\$ 0	\boxtimes	\$0				
	Purchase, rental or leasing and instal	\boxtimes	\$0	\boxtimes	\$ 0					
	Construction or leasing of plant build	\boxtimes	<u>\$0</u>	\boxtimes	\$0					
	Acquisition of other businesses (incl- offering that may be used in exchang pursuant to a merger)	⊠	\$0	⊠	\$15,900,000					
	Repayment of indebtedness		\boxtimes	\$0	\boxtimes	20				
	Working capital		Ø	\$0	\boxtimes	\$0				
	Other (specify):		\boxtimes	\$0	⊠	\$0				
	Cancellation of Debt		X	\$0	Ø	\$0				
	Column Totals	••••••	Ø	\$0	\boxtimes	\$15,900,000				
	Total Payments Listed (column total:	s added)		⊠ <u>\$1</u>	5,900	000				
		D. FEDERAL SIGNATURE								
foll	owing signature constitutes an undertaking	gned by the undersigned duly authorized person. It g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursuant	Exc	hange Commissi	on, u	pon written				
Isst	er (Print or Type)	Signature		Date						
Nav	man Wireless Holdings LP	MA24		July 31	007					
	ne of Signer (Print or Type)	Title of Signer (Print or Type)	۱	,						
Mic	hael L. Henn	Vice President and Treasurer								

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE							
).262 presently subject to any of the disqualifica		Yes	No ⊠				
	See Appendix, Column 5, for state respon	nse.						
2. The undersigned issuer hereby under Form D (17 CFR 239.500) at such til	takes to furnish to any state administrator of an	y state in which this notice is fi	led, a noti	ice on				
The undersigned issuer hereby under issuer to offerees.	rtakes to furnish to the state administrators, up	oon written request, information	n furnishe	ed by the				
Limited Offering Exemption (ULOF	at the issuer is familiar with the conditions that b) of the state in which this notice is filed and un stablishing that these conditions have been satisf	nderstands that the issuer claim						
The issuer has read this notification and undersigned duly authorized person.	1 knows the contents to be true and has duly ca	aused this notice to be signed o	n its beha	alf by the				
Issuer (Print or Type)	Signature	Date						
Navman Wireless Holdings LP	21/42	- 301431 August, 200	07					
Name (Print or Type)	Title (Print or Type)							
Michael L. Henn	Vice President and Treasurer							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

								,	
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqual under Sta (if yes, explana	te ULOE, attach attion of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				III V CSLOTS	Amount	investors	Amount		
AK									
AZ					*****				
AR									
CA			7,675 Preferred Units and 232,500 Class A Units	1	\$100,000	0	\$0		⊠
СО									
СТ									
DE									
DC									
FL									
GA									
ні									
ID									
IL		Ø	1,438,600 Preferred Units and 6,907,500 Class A Units	6	\$15,000,000	o	\$0		⊠
IN									
IA									
KS									
KY									
LA									
МЕ									
MD									
MA									
MI									
MN	0								
MS		0							
мо									
MT									

APPENDIX

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1	Intend to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited					No
NE				mvestors	Amount	investors	Allount	Yes	
NV									
NH			<u> </u>						
NJ			-						
NM									
NY									
NC									
ND									
ОН									
ок									
OR									
PA									
RI									
SC									
SD									
TN		0							
TX									
UT			<u> </u>						
VT									
VA		0	•						
WA									
wv									
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